

**DRAFT PROFFERS
CHESTNUT STREET, LLC**

RZ 2011-PR-025

June 27, 2013

Pursuant to Section 15.2-2303(a), *Code of Virginia*, 1950 as amended and subject to the Board of Supervisors approving a rezoning to the PDH-8 District, for property identified as Tax Map 40-3 ((1)) 99, 100, 101, 102, Tax Map 40-3 ((5)) 23, 24, Tax Map 40-3 ((7)) 1, 2, 3, 4, and Tax Map 40-3 ((8)) A (the "Property"), the Applicant and the owner proffer for themselves, their successors and assigns the following conditions:

1. Development Plan.

- A. Development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP) prepared by Urban, Ltd., consisting of 13 sheets, dated June 3, 2011, as revised through June 21, 2013.
- B. Notwithstanding that the CDP/FDP is presented on 13 sheets, it shall be understood that the proffered portion of the CDP shall be the entire plan shown on Sheet 5 relative to the points of access, the maximum number and type of dwelling units, the amount and location of open space, the location of the limits of clearing and grading, and the general location and arrangement of the buildings. The Applicant has the option to request a FDPA for elements other than the CDP elements from the Planning Commission for all or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance with respect to the remaining elements.
- C. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the Final Development Plan (FDP) may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on the FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP as determined by the Zoning Administrator and do not increase the total number of dwelling units, increase building height, decrease surface parking, decrease the amount of open space; decrease the setback from the peripheries; increase the height of retaining walls or reduce open space or landscaping.

2. Transportation

A. Leesburg Pike

- (1) At the time of subdivision plat recordation for the Property, the Applicant shall dedicate in fee simple to the Board of Supervisors, right-of-way up to

78 feet from the centerline of Leesburg Pike along the Property's Leesburg Pike frontage as shown on the CDP/FDP.

B. Dale Drive.

- (1) At the time of subdivision plat recordation for the Property, the Applicant shall dedicate in fee simple to the Board of Supervisors, right-of-way sufficient to provide a consistent 50 foot wide right-of-way along the Property's Dale Drive frontage as shown on the CDP/FDP.
- (2) The Applicant shall construct frontage improvements along Dale Drive to VDOT standards, with the face of curb set approximately 24 feet from the opposing face of curb from Route 7 south to the proposed Private Street as shown on the CDP/FDP, prior to issuance of any Residential Use Permit for the Property.
- (3) The Applicant shall construct frontage improvements along Dale Drive to VDOT standards, with the face of curb set approximately 12 feet from the existing centerline from south of the proposed Private Street to the southwestern corner of the Property as shown on the CDP/FDP, prior to issuance of any Residential Use Permit for the Property.

C. Chestnut Street.

- (1) At the time of subdivision plat recordation for the Property, the Applicant shall dedicate in fee simple to the Board of Supervisors, sufficient right of way along the Property's Chestnut Street frontage as shown on the CDP/FDP in order to provide for a total right-of-way width of 50 feet.
- (2) The Applicant shall construct frontage improvements along Chestnut Street as shown on the CDP/FDP to VDOT standards, which provides for construction of the face of curb set 9.5 feet in from the proposed right-of-way line, prior to issuance of any Residential Use Permit for the Property.

D. Private Streets.

- (1) The private streets shown in the CDP/FDP shall be constructed of materials and depth of pavement consistent with the Public Facilities manual ("PFM") standards for public streets.
- (2) Initial purchasers shall be advised of the requirement to maintain private streets and estimated costs prior to entering into a contract of sale. This requirement to maintain the private streets as constructed and the estimated maintenance costs shall be included in the homeowners' association documents prepared for the Application Property.

- (3) A public access easement in a form acceptable to the County Attorney shall be recorded over all private streets internal to the development in order to facilitate their use by others at the time of Site Plan approval.
 - E. Delays. Should any of the transportation improvements or acceptance by VDOT described herein be delayed due to circumstances beyond the Applicant's control, later dates for compliance may be permitted as determined appropriate by the Zoning Administrator.
 - F. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein, or as may be required by Fairfax County or VDOT at time of site plan approval.
3. Trails and Sidewalks.
- A. The Applicant shall construct a 10 foot wide Type 1 Trail or sidewalk along the Property's Leesburg Pike frontage as shown on the CDP/FDP. This trail or sidewalk shall be constructed concurrent with adjacent development of units within the Property.
 - B. The Applicant shall construct 5 foot wide concrete sidewalks along the Property's Chestnut Street and Dale Drive frontages, and within the development as shown on the CDP/FDP. The sidewalks along the periphery of the Property shall be constructed prior to the issuance of the first Residential Use Permit, and the internal sidewalks shall be constructed concurrent with adjacent development of units within the Property. Construction of sidewalks connecting to adjacent properties is subject to obtaining any required off-site construction easements. The Applicant shall demonstrate all attempts to obtain off-site easements to DPWES. These attempts shall be evidenced by the submission of no more than two certified letters to the owners of the property upon which the easement is to be located in which the Applicant (a) specifies any impacts to that property resulting from the sidewalk's construction and (b) offers reasonable compensation for such necessary easements, and (c) these letters remain unanswered for more than one month or (d) the owners of the property upon which the easement is to be located provide a written response or email refusing the easement as reasonably offered and as described in (a) and (b) above. The Applicant shall escrow funds sufficient to construct the sidewalks connecting to adjacent properties if off-site construction easements cannot be obtained.
 - C. Delays. Should any of the trail or sidewalk improvements described herein be delayed due to circumstances beyond the Applicant's control, later dates for compliance may be permitted as determined appropriate by the Zoning Administrator.

4. Landscape Plan. A landscape plan that shows, at a minimum, landscaping in conformance with the landscape design shown on Sheet 6 of the CDP/FDP shall be submitted concurrently with the first submission of the site plan. The landscape plan shall include detailed streetscape and open space landscaping. Said plan shall be coordinated with and approved by the Urban Forester. Street trees along Leesburg Pike, Dale Drive and Chestnut Street and all deciduous trees shall be a minimum of 2 to 2.5 inch caliper at the time of planting. All street trees shall be located subject to VDOT approval so as not to interfere with required sight distance. All evergreen trees shall be a minimum of 7 feet high at the time of planting. The Applicant shall provide maintenance and replacement of landscaping as necessary until final Bond Release, at which point this maintenance shall be the Homeowners Association's responsibility.

5. Tree Preservation.

- A. The Applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions. The preservation plan and narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist, and shall be subject to the review and approval of the Urban Forest Management Division, DPWES.

The tree preservation plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 8 inches in diameter and greater (measured at 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet to either side of the limits of clearing and grading. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the CDP/FDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

In addition, the Applicant shall evaluate opportunities where it will be reasonably practical to transplant native trees with a maximum caliper of 4 inches from areas to be graded to other locations on the Property. The Applicant shall transplant such trees prior to commencing grading activities if it is determined by the Applicant and Urban Forestry that it is reasonably practical to transplant these native trees.

- B. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 8 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree

Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFMD.

At the time of the respective site plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with the paragraph above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFMD. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for the improvements on the Application Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

- C. The Applicant shall retain the services of a certified arborist or landscape architect and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions. The Applicant shall notify the Providence District Supervisor no less than ten (10) days in advance of the Tree Preservation Walk-through meeting. At the discretion and the direction of the Providence District Supervisor, the Falls Hill Homeowners Association and the abutting Gordon's Road property owners (TM 40-3 ((8)) All) shall be notified by United States Mail

no later than five (5) days in advance of the Tree Preservation Walk-through meeting inviting them to the meeting to discuss the limits of clearing and grading. The Providence District Supervisor shall be notified of the name and contact information of the Applicant's representatives responsible for the site monitoring at the Tree Preservation Walk-through meeting.

- D. Clearing, grading and construction shall conform to the limits of clearing and grading as shown on the CDP/FDP. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by the UFMD, DPWES. A replanting plan shall be developed and implemented, subject to approval by the UFM, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.
- E. All trees shown to be preserved on the tree preservation plan shall be protected by temporary tree protection fencing. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to a six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" proffer below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Ten (10) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, and the Providence District Supervisor shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed corrected, as determined by the UFMD, DPWES. At the discretion and the direction of the Providence District Supervisor, the Falls Hill Homeowners Association and the abutting Gordon's Road property owners (TM 40-3 ((8)) All) shall be notified by United States Mail no later than five (5) days in advance of any clearing, grading or demolition activities. In this letter they shall be invited to be in attendance when the UFMD, DPWES, and the Providence District Supervisor inspect the site to ensure that all tree protection devices have been correctly installed.

- F. The Applicant shall root prune as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan submission. The details for these treatments shall be reviewed and approved by the UFMD, DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:
 - (1) Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
 - (2) Root pruning shall take place prior to any clearing and grading, or demolition of structures.
 - (3) Root pruning shall be conducted with the supervision of a certified arborist.
 - (4) An UFMD, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.
 - G. The demolition of all existing features and structures within areas protected by the limits of clearing and grading as shown on the CDP/FDP shall be conducted in a manner that does not impact individual trees and/or groups of trees that are to be preserved.
 - H. During any clearing or tree/vegetation/structure removal a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.
6. Stormwater Management/Best Management Practices/Low Impact Development ("LID") Techniques.
- A. Stormwater management shall be provided within underground facilities which could have the following design characteristics:
 - (1) Underground CMP systems;
 - (2) Underground metal alloy systems;
 - (3) Underground High Density Polyethylene ("HDPE") systems;
 - (4) Underground concrete vaults; and/or

(5) StormFilter or approved equal for BMPs.

The Applicant shall design the SWM facility that drains toward "Outfall B" as identified on Sheet 10 of the CDP/FDP pursuant to the "Detention Method" as set forth in Section 6-0203.4C of the PFM or as otherwise may be approved by DPWES. This facility shall also be designed such that the 100-year storm peak runoff rate shall be reduced to a level below the pre-development rate for the site in a good forested condition as described in Section 6-0203.4A of the PFM and as shown on Sheet 9 of the CDP/FDP.

The Applicant shall design the facility that drains toward "Outfall A" as identified on Sheet 10 of the CDP/FDP such that the post development peak runoff rate for the 2- and 10-year storm events shall be less than the respective predevelopment peak runoff rates.

- B. Supplementary innovative low impact development ("LID") measures may be used on the Property, such as a bio-retention facility (rain garden), grassy swales, and or permeable pavers subject to DPWES approval, in order to meet water quality requirements, if necessary.
- C. Prior to initial Site Plan approval, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the "Stormwater Management Agreement") providing for perpetual maintenance of all elements of the stormwater management facilities in accordance with the approval of Waiver #0082-WPFM-002-1 dated March 28, 2012 or as may be amended, including any LID measures and underground detention facilities (the "Stormwater Management Facilities"). The Stormwater Management Agreement shall address the following concerns to the satisfaction of DPWES: (a) agreement by the owners and successors not to petition the County to take future maintenance responsibility or replace the underground facilities; (b) easements for County inspection and emergency maintenance to ensure that the facilities which are maintained by the Applicants are in good working order; and (c) establishment of procedures to facilitate County inspections. The Stormwater Management Agreement shall also require the Applicants (or a successor Homeowners Association ("HOA")) to contract with one or more maintenance/management companies to perform regular routine maintenance of the Stormwater Management Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES.
- D. The maintenance responsibilities of the owners under the Stormwater Maintenance Agreement shall be (a) disclosed to future purchasers prior to entering into a contract for sale; (b) specified in the HOA documents; and (c) included on recorded plats.
- E. Prior to initial site plan approval for the Property, the Applicant shall establish an account (the "Stormwater Maintenance Account") to be used for the ongoing

maintenance of the Stormwater Management Facilities on the Property. The Stormwater Maintenance Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for ongoing maintenance of the Stormwater Management Facilities shall be included in the budget(s) for any HOA established, and the fees collected for such purposes by the HOA shall be deposited in the Stormwater Maintenance Account annually. The HOA documents that establish and control the HOA shall provide that the Stormwater Maintenance Account shall not be eliminated as a line item in the HOA's budget, and that funds in the Stormwater Maintenance Account shall not be utilized for purposes other than to fund the maintenance of the Stormwater Management Facilities.

- F. Prior to initial site plan approval, the Applicant shall make an initial contribution to the Stormwater Maintenance Account in an amount equal to the estimated cost for the maintenance of the underground vaults and pervious parking pavers, if any, for a period of ten years, which is \$20,000 (at \$2,000 per year) for underground stormwater vault maintenance and \$10,000 (at \$1,000 per year) for LID maintenance.
- G. Prior to final bond release, the Applicant shall submit a copy of a Stormwater Facilities Maintenance Manual (the "Manual") to DPWES that has been prepared by the Applicant for use by the HOA. A copy of the Manual shall also be provided to the HOA. The Manual, at a minimum, shall provide the following: (a) a graphic depiction of the location of the drainage sheds and all Stormwater Management Facilities on the Property; (b) a narrative explaining in non-technical terms the reasons why it is important for the HOA to properly maintain the Stormwater Management Facilities, including a general discussion of the downstream flooding concerns; (c) a copy of the proffers requiring funding and contracting for the maintenance of the Stormwater Management Facilities; and (d) any product manufacturer's manuals or other instructions, where applicable.

7. Recreational Facilities.

Pursuant to Paragraph 2 of Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide a minimum expenditure of \$1,700 per developed unit (\$90,100 for 53 units) at the time of Residential Use Permit issuance for each dwelling unit for the development of recreational facilities within the Application Property. The Applicant reserves the right to install recreational/play equipment and benches within any of the Community Green areas as indicated on the CDP/FDP, without the need for an interpretation or approval of an FDPA; except that the Applicant shall not install a tot lot, playground or play equipment within Community Green #1, as identified on Sheet 11 of the CDP/FDP, and which is located generally between Units 7 and 20 as depicted on the CDP/FDP.

8. Noise Attenuation.

A. The Applicant shall provide the following noise attenuation measures as a result of the Traffic Noise Analysis prepared by Phoenix Noise and Vibration dated February 15, 2013:

- (1) In order to reduce interior noise to a level of approximately 45 dBA Ldn, Units 35-44 identified in the noise analysis as being impacted by highway noise having levels projected to be between 70 and 72 dBA Ldn shall employ the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45. Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 45. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

- (2) In order to reduce interior noise to a level of approximately 45 dBA Ldn, Unit 1, Units 31-34 and Units 45-47 identified in the noise analysis having levels projected to be between 65 and 70 dBA Ldn shall employ with the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

B. A solid masonry wall that is no more than seven feet in height shall extend along the frontage of Leesburg Pike as depicted on the CDP/FDP and as indicated in the Traffic Noise Analysis. It is the intention that this masonry wall will reduce exterior noise for the affected yards to 65 dBA or below.

C. Alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by DPWES after consultation with DPZ.

9. Architectural Design.

- A. The architectural design of the units shall be generally consistent with the quality of construction and materials as shown on Sheet 12 of the CDP/FDP.
- (1) All units shall be constructed with a mixture of brick and/or stone, and HardiePlank or other comparable cement board. No vinyl or wood siding shall be used on the building facades.
- i. A minimum of 75% of calculated area of the front facades of each stick of single family attached homes and each single family detached home, excluding the area used for windows, doors and their surrounding moldings, shall be comprised of brick and/or stone.
 - ii. The front façade treatment of all single family attached end units shall be continued and provided on the sides of those units.
 - iii. Fenestration and/or doorways shall comprise a minimum of 25% of the front façade and 20% of rear facades of all single family attached homes.
 - iv. Fenestration and/or doorways shall comprise a minimum of 20% of the side facades of all single family attached end units.
 - v. Facades may include elements such as box bay windows, covered doorways and dormers to create architectural interest and variety.
 - vi. A variety of colors, tones, materials and/or articulation shall be provided for the rear façades to provide visual breaks within individual sticks of units.
- (2) In addition to Subparagraph (1) above, and in order to provide an appropriate transition to adjacent uses, the following units shall require enhanced façade treatments as described below:
- i. The side facades of Units 25 and 26 shall have the appearance of a front façade; in that these side facades shall be comprised of similar amounts and types of materials and architectural features as the fronts of these units, as determined by the Applicant, but shall not be required to contain a doorway.
 - ii. A minimum of 75% of the rear facades of Units 36–45, except for the area used for decks, windows, doors, and their surrounding moldings, shall be comprised of brick or stone.
 - iii. The rear façade of Units 20–25 shall be comprised of a combination of brick and/or stone and HardiePlank, or other comparable cement board, with the exception of areas comprised of fenestration and/or doorways.
- (3) Wood elements may be used for fencing and balconies.

- B. Balconies may be constructed out from the fronts of units, and balconies and/or decks may be constructed out from the rears of units in order to provide private outdoor space for those units. Private outdoor areas may be provided on the unit's roof at the rear of the unit; however, a wall instead of a railing shall be used to meet safety codes, and this wall shall match the façade of the unit upon which it is located.
- C. The elevations will be refined as a result of final design and engineering so long as the quality of the buildings remains in substantial conformance with those shown on the CDP/FDP and the materials are as stated within this proffer.
- D. All visible areas of retaining walls shall be faced with stone, brick, or decorative masonry materials, and shall be terraced and planted where possible.
- E. A six-foot high, board on board fence shall be constructed and maintained by the Applicant along the Application Property's southern periphery where the southern periphery is also designated as a side and/or rear yards of the abutting property and where the construction of such a fence shall not negatively impact trees or vegetation shown to be preserved on the CDP/FDP. If this board on board fence will negatively impact trees or vegetation shown to be preserved on the CDP/FDP, then the owners of abutting lots shall have the option to permit construction of the board on board fence on their lot by the Applicant, or to decline construction of the fence.

10. Sustainable Design.

- A. All new dwelling units shall be designed and constructed as ENERGY STAR qualified homes. The major features of ENERGY STAR homes include features such as: effective insulation, high-performance windows, tight construction and ducts, efficient heating and cooling equipment, efficient products, and Third Party Verification (Home Energy Rater).
- B. Prior to issuance of the Residential Use Permit for each dwelling unit, documentation shall be submitted to the Environment and Development Review Branch of the Department of Planning and Zoning from a home energy rater certified through the Residential Energy Services network (RESNET) program that demonstrates that the dwelling unit has attained the ENERGY STAR for HOMES qualification.

11. Use of Garages, Driveways and Common Area Parking Spaces.

- A. The Applicant agrees that individual garages shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles). All driveways shall be 18 feet in length or greater so that 2 garage parking spaces and two driveway parking spaces are provided for each unit, for a total of 4 designated parking spaces for each unit.

- B. No parking of recreational vehicles (RVs), boats or trailers shall be permitted on the private streets or Common Area Parking Spaces on the Application Property. This restriction shall be included in the homeowners' association documents prepared for the Application Property.
 - C. The Homeowners Association shall have the ability to assign common parking spaces, following the procedures designated by the State of Virginia for the use of common areas.
 - D. Owners shall be advised of the use restrictions which shall be included in the initial lease/sales documents.
12. Schools Contribution. At the time of site plan approval the Applicant shall contribute the amount of \$9,378.00 per new student generated by the Application to the Fairfax County Board of Supervisors for the construction of capital improvements to Fairfax County public schools to which the students generated by the Property are scheduled to attend.
13. Housing Trust Fund Contribution. Prior to the issuance of the first building permit, the Applicant shall contribute to the Fairfax County Housing Trust Fund ("HTF") the sum equal to one-half percent (1/2%) of the value of all of the units approved at the time of site plan on the Application Property. The percentage shall be based on the aggregate sales price of all of the units subject to the contribution, as if all of those units were sold at the time of the issuance of the first building permit, and is estimated through comparable sales of similar type units. The projected sales price shall be proposed by the Applicant in consultation with the Fairfax County Department of Housing and Community Development ("HCD") and shall be approved by HCD and DPWES.
14. Traffic Calming/Pedestrian and Bicycle Safety Improvements. At the time of Site Plan approval, the Applicant shall escrow \$50,000 for the installation of traffic calming and/or pedestrian and bicycle safety improvements, including caution and way finding signage, in the vicinity of the W&OD Trail Crossing on Shreve Road and within the Falls Hill Neighborhood. If these funds have not been utilized for the purposes identified above within 2 years of site plan approval, then the escrowed amount shall be used to provide other improvements to the W&OD Trail where deemed appropriate by the Northern Virginia Regional Park Authority.

15. Archaeological Review. A Phase I Archeological investigation by an archeological professional shall be conducted in areas identified by the Cultural Resource Management and Protection Section (CRMP) of the Park Authority 30 days before any land disturbance activities on the Property. Results of the Phase I study shall be provided to the CRMP. If the phase one study warrants a Phase II archeological investigation that investigation shall also be conducted and submitted to the CRMP but will not hold up the approval of the site plan and if that study warrants a Phase III evaluation and recovery effort that process shall not be a precondition of site plan approval and shall be carried out in conjunction with site construction.
16. Lighting. All outdoor lighting on the Property shall be in substantial conformance with that shown on Sheet 3 of the CDP/FDP and shall be in compliance with Part 9 of Article 14, Outdoor Lighting Standards. All lighting along Dale Drive, Chestnut Street and Leesburg Pike shall also be in compliance with PFM/VDOT standards.
17. Signs. Signs shall be in conformance with Article 12 of the Zoning Ordinance. No temporary signs (including "popsicle" paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or by any builder or at the Applicant's or any builder's direction to assist in the initial and future marketing and/or sales/rental of dwelling units on the Property. The Applicant shall direct its agents and employees involved in marketing the Property to adhere to this proffer.
18. Construction Activity.
 - A. Outdoor construction activities, any associated construction deliveries, any construction related loading or unloading of vehicles, and any construction related trash collection on the Property shall only occur between the hours of 7:00 a.m. and 9:00 p.m., Monday through Saturday, and between the hours of 9:00 a.m. and 9:00 p.m. on Federal Holidays, exclusive of Thanksgiving, Christmas, New Year's Day, Memorial Day, the 4th of July and Labor Day, on which no construction activities shall occur.
 - B. All construction related vehicular access and deliveries shall be from Route 7/Leesburg Pike to Dale Drive and/or Chestnut Street, and shall not be permitted on or across Gordons Road.
 - C. Construction workers shall either park on-site during the construction of the improvements on the Property or shall park in a remote location and be shuttled to the Property. Construction workers shall not be permitted to park on Chestnut Street, Dale Drive or Gordons Road.
 - D. The construction activity hours, parking restrictions, the name of a contact person for the construction activities, a 24 hour contact number shall be posted on the

Property during all construction activities. Any information posted on the Property during construction shall be posted in both English and Spanish.

- E. All construction site lighting shall use full cut-off or directionally shielded fixtures that are aimed and controlled so the directed light shall be substantially confined to the object intended to be illuminated. Directional control shields shall be used where necessary to limit stray light.
 - F. All construction activities, including silt and dust control, and the use and disposal of any and all possible pollutants such as paint, gas, cement, etc. shall be performed in accordance with the County Code.
19. Severability. If determined appropriate in accordance with the parameters stated in Par. 10D of Sect. 16-402 of the Ordinance, any of these lots or buildings within the Property may be subject to Proffered Condition Amendments and Final Development Plan Amendments without joinder or consent of the property owners of the other lots within the Property.
20. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
21. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.

[SIGNATURES BEGIN ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

APPLICANT/AGENT FOR TITLE OWNERS

CHESTNUT STREET, LLC

By: _____

Its: Manager

[SIGNATURES CONTINUED ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

TITLE OWNERS OF TAX MAP 40-3 ((7)) 1

By: _____
Benjamin D. Lee

By: _____
Ronald T. Ching

[SIGNATURES CONTINUED ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

TITLE OWNER OF TAX MAP 40-3 ((1)) 100
AND 40-3 ((7)) 4

TAYLOR HOLDINGS III, LLC

By: _____
John E. Taylor, Jr.
Its: Manager

[SIGNATURES CONTINUED ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

TITLE OWNER OF TAX MAP 40-3 ((7)) 3

JTBC, LLC

By: _____
John E. Taylor, Jr.
Its: Manager

[SIGNATURES CONTINUED ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

TITLE OWNER OF TAX MAP 40-3 ((5)) 23, 24 AND
40-3 ((8)) A

ROBERT CHARLES COLE FAMILY TRUST

By: _____
Mary Alice Cole, Trustee

[SIGNATURES CONTINUED ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

TITLE OWNERS OF TAX MAP 40-3 ((1)) 101

COLE FAMILY TRUST

By: _____
Mary Alice Cole, Trustee

ROBERT CHARLES COLE FAMILY TRUST

By: _____
Mary Alice Cole, Trustee

[SIGNATURES CONTINUED ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

TITLE OWNERS OF TAX MAP 40-3 ((7)) 2

By: _____
William D. Kelly

By: _____
Donna M. Kelly

ROBERT CHARLES COLE FAMILY TRUST

By: _____
Mary Alice Cole, Trustee

[SIGNATURES CONTINUED ON NEXT PAGE]

Chestnut Street LLC
RZ 2011-PR-025
Signature Sheet

TITLE OWNER OF TAX MAP 40-3 ((1)) 99, 102

ROBERT CHARLES COLE MARITAL TRUST

By: _____
Mary Alice Cole, Trustee

[SIGNATURES END]